

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

which set forth certain agreements and procedures between Midea and the Debtors on the terms set forth therein regarding Midea's Adversary Complaint and Objection to the Debtors' Combined DS and Plan²;

WHEREAS, on January 31, 2024, the Debtors submitted their *Opposition to Zhejiang Tianxi Kitchen Appliance Co., Ltd.'s, Guangdong Midea Consumer Electric Manufacturing Company Limited's, Foshan Shunde Midea Electrical Heating Appliances Manufacturing Company Limited's, And Midea Electric Trading (Singapore) Co. Pte Ltd.'s Plan Objection* [Docket No. 965] ("**Debtors' Opposition**");

WHEREAS, on February 7, 2024, the Lenders filed their *Response in Support of Debtors' Reply in Opposition to Zhejiang Tianxi Kitchen Appliance Co. Ltd.'s, GuangDong Midea Consumer Electric Manufacturing Company Limited's, FoShan ShunDe Midea Electrical Heating Appliances Manufacturing Company Limited's, and Midea Electric Trading (Singapore) Co. Pte Ltd.'s Reply (I) In Support of Their Objections to the Debtors' Combined Disclosure Statement and Plan and (II) In Response to the Debtors' Opposition to the Suppliers' Plan Objection* [Docket No. 1001] (the "**Lenders' Response**");

WHEREAS, at the hearing held on the Suppliers' Plan Objections³ on February 9, 2024, the Court directed the Parties to submit additional briefing on the arguments raised in the Debtors' Opposition and the Lenders' Response premised on purchase orders between Debtors and Midea and directed that the Parties should attempt to stipulate to representative purchase orders and other

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the January 31 Stipulation.

³ Tianxi was formerly Midea's co-plaintiff in the Adversary Complaint and Plan Objection but has since reached consensual resolution with the Debtors.

exhibits for the Court's consideration prior to a hearing on February 15, 2024 at 8:00 a.m. (Central Time);

WHEREAS, the Parties have met and conferred, and in the interest of facilitating an expeditious and efficient resolution of the issues raised in the Debtors' Opposition and the Lenders' Response and in accordance with the Court's directions at the February 9, 2024 hearing, the Parties have agreed to stipulate to the admissibility and representativeness of the exhibits attached hereto for purposes of the hearing scheduled for February 15, 2024 at 8:00 a.m. (Central Time).

NOW, THEREFORE, IT IS HEREBY AGREED AND STIPULATED THAT:

1. Attached hereto as **Group Exhibit A** are (i) an exchange of emails and attachments by and between Wayne Wang, an employee of Midea, and Haley Luttrell, an employee of Debtors, from April 2023 regarding the submission by the Debtors of product liability claims ("**Exhibit A-1**"), (ii) an exchange of emails and attachments by and between Wayne Wang, an employee of Midea, and Haley Luttrell, an employee of Debtors, also from April 2023, regarding the submission by the Debtors of product liability claims ("**Exhibit A-2**"), and (iii) emails and attachments by and between Wayne Wang, an employee of Midea, and Haley Luttrell, an employee of the Debtors, from June 2023 regarding the submission of product liability claims ("**Exhibit A-3**" and collectively with Exhibits A-1 and A-2, the "**Representative Tender Letters**"). The Parties stipulate and agree that the Representative Tender Letters represent typical examples of the Debtors' tendering, and Midea's acceptance of tender subject to the reservation of rights stated therein, of product liability claims to Midea for defense pursuant to the terms of the Supply Agreement by and between Midea and Double Insight Inc. dated as of July 28, 2016 (the "**Supply Agreement**").

2. Attached hereto as **Group Exhibit B** are (i) certain emails and attachments by and between Jacob Cai, an employee of Midea, and Lucy Mendoza, an employee of the Debtors, dated as of October 21, 2020 regarding Purchase Order #10562667 (“**Exhibit B-1**”); (ii) certain emails and attachments by and between Jacob Cai, an employee of Midea, and Lucy Mendoza, an employee of the Debtors, dated as of October 21, 2020 regarding Purchase Order #10562669 (“**Exhibit B-2**”); (iii) certain emails and attachments by and between Jacob Cai, an employee of Midea, and Lucy Mendoza, an employee of the Debtors from February 2021 regarding Purchase Order #10571412 (“**Exhibit B-3**”); and (iv) certain emails and attachments by and between Jacob Cai, an employee of Midea, and Lucy Mendoza, an employee of the Debtors, dated as of March 29, 2022 regarding Purchase Orders #10603079, 10603078, and 10603077 (“**Exhibit B-4**” and collectively with Exhibits B-1, B-2, and B-3, the “**Representative Pre-April 2022 POs**”). The Parties stipulate and agree that the Representative Pre-April 2022 POs represent typical examples of the Debtors’ submission of purchase orders to Midea from at least October 2020 through March 2022.

3. Attached hereto as **Group Exhibit C** are certain emails and attachments by and between Jasmine Mo and Jacob Cai, employees of Midea, and Lucy Mendoza, an employee of the Debtors, dated as of March 30 and 31, 2023 regarding Purchase Orders #10626868, #10626869, #10626870, #10626871, #10626872, and #10626873 (the “**Representative Post-April 2022 POs**”). The Parties stipulate and agree that the Representative Post-April 2022 POs represent typical examples of the Debtors’ submission of purchase orders to Midea from in and around April 2022 through and including November 2023.

4. Attached hereto as **Exhibit D** is a true and correct copy of the Supply Agreement.

5. Attached hereto as **Exhibit E** is a true and correct copy of the Assignment and Assumption Agreement with Novation by and among Instant Brands, Inc., Instant Brands LLC, and Midea, dated as of January 2, 2022, pursuant to which Debtors Instant Brands Inc. assigned, and Debtor Instant Brands LLC assumed, the Supply Agreement.

6. Attached hereto as **Exhibit F** is a true and correct copy of the Master Assignment, Bill of Sale, Deed, and Conveyance (the “**Master Assignment Agreement**”), executed on November 8, 2023.

7. Group Exhibit A, Group Exhibit B, Group Exhibit C, Exhibit D, Exhibit E, and Exhibit F, as described in paragraphs 1-6 above, shall constitute the complete evidentiary record for the hearing scheduled for February 15, 2024 at 8:00 a.m. (Central Time), and no further testimony or evidence shall be introduced at such hearing by any party to this Stipulation.

8. Nothing in this Stipulation shall constitute an admission of fact or liability with respect to any claims held by, or causes of action or proofs of claim that may be filed by or on behalf of, Midea. Further, nothing herein shall constitute an acknowledgement or finding as to any issue, and all Parties reserve all rights.

9. This Stipulation may not be modified, amended, or vacated other than by a signed writing executed by the Parties and approved by the Court.

[Signature page follows]

Dated: February 13, 2024

Respectfully submitted,

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